

JAN 26 '99

11-10AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

January 25, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and Road Numbers addressed to the Board, dated December 22, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under Recordation Number 15724.

The name and address of the party to the enclosed document are:

The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

set forth on the Schedule attached to the Statement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

2 Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

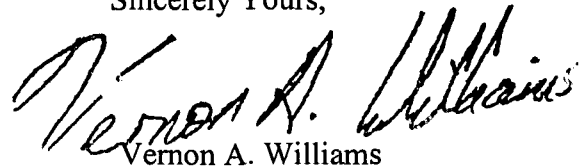
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord and Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 1/26/99 at 11:10AM, and
assigned recordation numbers (s): 9092-F, 15688-B, 15724- A, 16235-C, 16878-A,
16943-C, 17102-A, 17427-A, 17721-B, 17825-J,
18162-A, 18766-A, 19518-I, 19615-E and 19616-E.

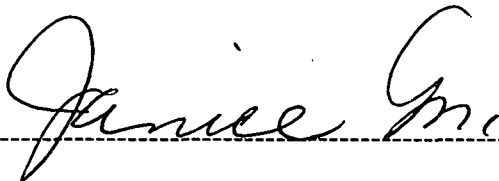
Sincerely Yours,


Vernon A. Williams

Enclosure(s)

\$ 390.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount
paid. In the event of an error or any questions concerning this fee, you will receive a
notification after the Surface Transportation Board has an opportunity to examine your
document.

Signature-----



BNSF



PATRICK J. OTTENSMEYER
Vice President - Finance
and Treasurer

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive
Fort Worth, Texas 76131

RECORDATION NO. 15724-A FILED

JAN 26 '99

11-10AM

December 22, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

Re: Statement of Change in Reporting Marks and Road Numbers

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the locomotives identified in the attached schedule or schedules have been, or will be, changed as set forth therein.

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By


Patrick J. Ottensmeyer


Vice President - Finance and Treasurer

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 23rd day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared Patrick J. Ottensmeyer, who being by me duly sworn, says that he is Vice President - Finance and Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December 23, 1998, on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Craig N. Smetko
Notary Public
My Commission Expires: 01/12/99
Residing in Cook County, Illinois

RECORDATION NUMBER: 15724

Equipment Description:

Number of Units: twenty (20)
Model: GP60

**Old Reporting Mark
and Road Numbers**

ATSF	4000
ATSF	4001
ATSF	4002
ATSF	4003
ATSF	4004
ATSF	4005
ATSF	4006
ATSF	4007
ATSF	4008
ATSF	4009
ATSF	4010
ATSF	4011
ATSF	4012
ATSF	4013
ATSF	4014
ATSF	4015
ATSF	4016
ATSF	4017
ATSF	4018
ATSF	4019

**New Reporting Mark
and Road Numbers**

BNSF	8700
BNSF	8701
BNSF	8702
BNSF	8703
BNSF	8704
BNSF	8705
BNSF	8706
BNSF	8707
BNSF	8708
BNSF	8709
BNSF	8710
BNSF	8711
BNSF	8712
BNSF	8713
BNSF	8714
BNSF	8715
BNSF	8716
BNSF	8717
BNSF	8718
BNSF	8719

Equipment Description:

Number of Units: twenty (20)
Model: B40-8

**Old Reporting Mark
and Road Numbers**

ATSF	7410
ATSF	7411
ATSF	7412
ATSF	7413
ATSF	7414
ATSF	7415
ATSF	7416
ATSF	7417
ATSF	7418

**New Reporting Mark
and Road Numbers**

BNSF	8600
BNSF	8601
BNSF	8602
BNSF	8603
BNSF	8604
BNSF	8605
BNSF	8606
BNSF	8607
BNSF	8608

RECORDATION NUMBER: 15724

ATSF	7419	BNSF	8609
ATSF	7420	BNSF	8610
ATSF	7421	BNSF	8611
ATSF	7422	BNSF	8612
ATSF	7423	BNSF	8613
ATSF	7424	BNSF	8614
ATSF	7425	BNSF	8615
ATSF	7426	BNSF	8616
ATSF	7427	BNSF	8617
ATSF	7428	BNSF	8618
ATSF	7429	BNSF	8619